

Presentment Date and Time: February 20, 2014 at 12:00 p.m. (ET)
Objection Deadline: February 19, 2014 at 4:00 p.m. (ET)

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Norman S. Rosenbaum
Jordan A. Wishnew
Erica J. Richards

Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER AUTHORIZING
WITHDRAWAL OF PROOFS OF CLAIM NUMBERED 6841 AND 6842**

PLEASE TAKE NOTICE that the undersigned will present the attached proposed *Stipulation and Order Authorizing Withdrawal of Proofs of Claim Numbered 6841 and 6842* (the “Stipulation and Order”), to the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, Room 501, for signature on **February 20, 2014 at 12:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Stipulation and Order must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No.

141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **February 19, 2014 at 4:00 p.m.**

(Prevailing Eastern Time), upon (a) counsel for the ResCap Liquidating Trust, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Norman S. Rosenbaum, Jordan A. Wishnew and Erica J. Richards); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Linda A. Riffkin and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri and Ray Schrock); (g) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein and Douglas Mannal); (h) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (i) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (j) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); (k) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director); and (l) counsel for Claimants Redwood Recovery Services, LLC and Elevenhome Limited, Halperin Battaglia Raicht, LLP, 40 Wall Street, 37th Floor, New York, NY

10005 (Attention: Alan D. Halperin and Donna H. Lieberman) and Levine Kellogg Lehman
Schneider and Grossman LLP, 201 South Biscayne Boulevard, 22nd Floor, Miami, FL 33131
(Attention: Thomas R. Lehman and Jennifar M. Hill).

PLEASE TAKE FURTHER NOTICE that, if no objections to the Stipulation and
Order are timely filed, served and received in accordance with this Notice, the Court may enter
the Order without further notice or hearing.

Dated: February 13, 2014
New York, New York

Respectfully submitted,

/s/ Norman S. Rosenbaum
Norman S. Rosenbaum
Jordan A. Wishnew
Erica J. Richards
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**STIPULATION AND ORDER AUTHORIZING WITHDRAWAL OF
PROOFS OF CLAIM NUMBERED 6841 AND 6842**

This Stipulation and Order (the “Stipulation and Order”) is made and entered into by, between, and among the ResCap Liquidating Trust (the “Liquidating Trust”) established pursuant to the terms of the Plan (defined below) in the above-captioned bankruptcy cases (the “Chapter 11 Cases”) on the one hand, and Redwood Recovery Services, LLC (“Redwood”) and Elevenhome Limited (“Elevenhome” and together with Redwood, “Claimants” and collectively with the Liquidating Trust, the “Parties” or each, a “Party”), on the other hand, by their respective undersigned counsel, to resolve the Debtors’ objection to the Proofs of Claim (defined below) that were filed in the above-referenced chapter 11 cases (the “Chapter 11 Cases”).

WHEREAS:

A. On May 14, 2012 (the “Petition Date”), each of the debtors in the Chapter 11 Cases (the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

B. On the Petition Date, the Court entered an order jointly administering the Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

C. On August 29, 2012, the Court entered its *Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 1309] (the “Bar Date Order”), establishing November 9, 2012 as the general claims bar date (the “Bar Date”). The Court subsequently entered an *Order Extending Deadline for Filing Proof of Claim* [Docket No. 2093], extending the Bar Date to November 16, 2012.

D. On March 7, 2013, the Debtors filed the *Debtors’ Motion Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1009, 3007 and 9019(b) for Approval of (I) Claim Objection Procedures, (II) Borrower Claim Procedures, (III) Settlement Procedures, and (IV) Schedule Amendment Procedures* [Docket No. 3123] (the “Claims Procedures Motion”).

E. On or about April 17, 2013, Elevenhome filed a proof of claim designated as Claim No. 6841 (the “Elevenhome Proof of Claim”) against GMAC Mortgage, LLC (“GMACM”).

F. On or about April 17, 2013, Redwood filed a proof of claim designated as Claim No. 6842 (the “Redwood Proof of Claim” and together with the Elevenhome Proof of Claim, the “Proofs of Claim”) against GMACM.

G. On September 20, 2013, the Debtors filed the *Debtors’ Forty-Fourth Omnibus Objection to Claims ((A) Late-Filed Claims; (B) Duplicate Claims; (C) Redesignate And Allow Claims; (D) Reduce And Allow Claims; (E) Redesignate, Reduce And Allow Claims; (F) Reclassify, Reduce And Allow Claims; And (G) Redesignate Claims)* [Docket No. 5152] (the “Objection”), seeking, among other relief, to disallow and expunge the Proofs of Claim as late filed claims.

H. On October 14, 2013, Claimants filed the *Response of Redwood Recovery Services, LLC and Elevenhome Limited to the Debtors' Forty-Fourth Omnibus Objection to Claims* [Docket No. 5348] (the "Response").

I. On December 11, 2013, after a confirmation hearing, the Court entered an *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* approving the terms of the Chapter 11 plan, as amended (the "Plan"), filed in these Chapter 11 Cases [Docket No. 6065]. On December 17, 2013, the Plan went effective and the Liquidating Trust was created [Docket No. 6137].

J. The Parties have conferred and have agreed to the withdrawal of the Proofs of Claim filed by Claimants pursuant to the terms and subject to the conditions set forth in this stipulation and order (the "Stipulation and Order").

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Parties, as follows:

AGREEMENT:

1. Upon entry of this Stipulation and Order by the Court, the Proofs of Claim shall be deemed withdrawn with prejudice pursuant to Federal Rule of Bankruptcy Procedure 3006.

2. Kurtzman Carson Consultants LLC, the Claims and Noticing Agent, is authorized and directed to remove the Proofs of Claim from the Debtors' claims register.

3. This Stipulation and Order resolves the Objection with respect to the Proofs of Claim and the Response, which are currently scheduled to be heard on February 20, 2014.

4. This Stipulation and Order shall not constitute a waiver of any rights, claims and/or interests that the Debtors, the Liquidating Trust, or Claimants have or may have against American Residential Equities, LLC, its affiliates, officers, members, and property, and such rights, claims and interests are specifically preserved.

5. This Stipulation and Order shall not become effective unless and until it is entered by the Bankruptcy Court.

6. This Stipulation and Order may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Bankruptcy Court.

7. This Stipulation and Order is the entire agreement between the Parties in respect of the subject matter hereof.

8. Each person who executes this Stipulation and Order on behalf of a Party hereto represents that he or she is duly authorized to execute this Stipulation and Order on behalf of such Party.

9. This Stipulation and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which when taken together shall constitute one and the same instrument.

10. The Parties hereby are authorized to take any and all actions reasonably necessary to effectuate the relief granted pursuant to this Stipulation.

11. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Stipulation and Order.

IN WITNESS WHEREOF, and in agreement herewith, the Parties have executed and delivered this Stipulation and Order as of the date set out below.

Dated: February 12, 2014

MORRISON & FOERSTER LLP

/s/ Norman S. Rosenbaum

Norman S. Rosenbaum

Jordan A. Wishnew

Erica J. Richards

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Counsel for the ResCap Liquidating Trust

Dated: February 12, 2014

HALPERIN BATTAGLIA RAICHT, LLP

By: /s/ Donna H. Lieberman

Alan D. Halperin, Esq.

Donna H. Lieberman, Esq.

40 Wall Street – 37th Floor

New York, New York 10005

212-765-9100

And

**LEVINE KELLOGG LEHMAN SCHNEIDER
+ GROSSMAN LLP**

By: /s/ Thomas R. Lehman

Thomas R. Lehman, Esq.

Jennifar M. Hill, Esq.

201 South Biscayne Boulevard, 22nd Floor

Miami, FL 33131

305-403-8788

*Co-counsel to Claimants Redwood Recovery
Services, LLC and Elevenhome Limited*

APPROVED AND SO ORDERED

this ____ day of _____, 2014 in New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE